

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11069 (CTG)
)
) (Jointly Administered)
)
)
)
Re: Docket No. 575

**CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED ORDER (I)
APPROVING CERTAIN ASSET PURCHASE AGREEMENTS; (II) AUTHORIZING
AND APPROVING SALES OF CERTAIN LEASED PROPERTIES OF THE DEBTORS
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES, IN
EACH CASE PURSUANT TO THE APPLICABLE ASSET PURCHASE AGREEMENT;
(III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION
THEREWITH, IN EACH CASE AS APPLICABLE PURSUANT TO THE APPLICABLE
ASSET PURCHASE AGREEMENT; AND (IV) GRANTING RELATED RELIEF**

The undersigned hereby certifies that:

1. On September 15, 2023, the Court entered that certain *Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling Auctions and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures (D) Scheduling Sale Hearings and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Approving the Assumption and Assignment of Executory*

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

Contracts and Unexpired Lease; and (III) Granting Related Relief [Docket No. 575] (the “Bidding Procedures Order”).²

2. Pursuant to the Bidding Procedures Order, the (i) Bid Deadline for the Debtors’ Real Property Assets (including Owned Properties and Leased Properties) occurred on November 9, 2023 at 5:00 p.m. (E.T.) and (ii) the Auction for such Real Property Assets (the “Real Estate Auction”) commenced on November 28, 2023, at 9:00 a.m. (E.T.).

3. On December 6, 2023, the Debtors filed the *Notice of Adjournment of Real Estate Auction for Certain Remaining Leased Properties to December 18, 2023 at 9:00 a.m. (E.T.)* [Docket No. 1284] and continued the Auction for certain of the Remaining Leased Properties on December 18, 2023 and December 19, 2023.

4. On December 20, 2023, the Debtors filed the *Notice of Winning Bidders With Respect to Certain of the Debtors’ Leased Properties* [Docket No. 1403] (the “Notice of Winning Bidders”) that reflected the Winning Bidders for the twenty-three (23) Won Leased Properties listed therein.

5. On December 20, 2023, the Debtors filed the *Notice of Rescheduled Sale Objection Deadline, Adequate Assurance Objection Deadline, and Sale Hearing for Certain of the Debtors’ Leased Properties* [Docket No. 1406] providing notice of the Sale Hearing for the sales of the Won Leased Properties (collectively, the “Lease Sales”) on January 12, 2024 at 2:00 p.m. (ET) and a related sale objection deadline for such Lease Sales on January 5, 2024 at 5:00 p.m. (ET).

6. On December 29, 2023, the Debtors filed the *Notice of Filing of Proposed Order (I) Approving Certain Asset Purchase Agreements; (II) Authorizing and Approving Sales of*

² Capitalized terms used in this notice but not defined herein shall have the meanings ascribed to them in the Bidding Procedures Order and Notice of Winning Bidders, as applicable.

Certain Leased Properties of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, in Each Case Pursuant to the Applicable Asset Purchase Agreement; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, in Each Case as Applicable Pursuant to the Applicable Asset Purchase Agreement; and (IV) Granting Related Relief [Docket No. 1540] (the “Proposed Sale Order”) seeking authorization, among other things, to enter into respective Asset Purchase Agreements (as defined in the Proposed Sale Order) for the Lease Sales.

7. The Debtors received the following objections to the Lease Sales set for the January 12, 2024 hearing: B & W Investments [Docket No. 1025], Estes [Docket No. 1033], Kestrel Crossdock, LLC [Docket No. 1092], Montgomery Property and Spokane Property [Docket No. 1100], Exol Properties, L.L.C. and Orange Batavia I LLC [Docket No. 1104], Las Vegas Property and Sun Valley Property [Docket No. 1114], and certain landlords [Docket No. 1161] (collectively, the “Lease Sales Objectors”).

8. The Debtors have resolved each of the Lease Sales Objectors, subject to any rights reserved with respect to Disputed Cure Costs as set forth in the Sale Order and schedule thereto. Attached hereto as **Exhibit A** is a revised Proposed Sale Order (the “Revised Proposed Sale Order”) and attached hereto as **Exhibit B** is a blackline comparison showing changes to the Proposed Sale Order reflected in the Revised Proposed Sale Order. The Debtors understand that neither the Lease Sales Objectors nor the Consultation Parties have any objection to entry of the Revised Proposed Sale Order.

9. The Debtors respectfully request entry of the Revised Proposed Sale Order at the Court’s earliest convenience.

Dated: January 11, 2024
Wilmington, Delaware

/s/ Peter J. Keane

Laura Davis Jones (DE Bar No. 2436)

Timothy P. Cairns (DE Bar No. 4228)

Peter J. Keane (DE Bar No. 5503)

Edward Corma (DE Bar No. 6718)

PACHULSKI STANG ZIEHL & JONES LLP

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: ljones@pszjlaw.com

tcairns@pszjlaw.com

pkeane@pszjlaw.com

ecorma@pszjlaw.com

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)

David Seligman, P.C. (admitted *pro hac vice*)

Whitney Fogelberg (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: patrick.nash@kirkland.com

david.seligman@kirkland.com

whitney.fogelberg@kirkland.com

-and-

Allyson B. Smith (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: allyson.smith@kirkland.com

Co-Counsel for the Debtors and Debtors in Possession